

**EXHIBIT 3**

**Hamzehpour Declaration**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**DECLARATION OF TAMMY HAMZEHPOUR IN SUPPORT OF  
DEBTORS' MOTION FOR THE ENTRY OF AN ORDER  
UNDER SECTION 363 OF THE BANKRUPTCY CODE  
AUTHORIZING THE REIMBURSEMENT OF EXPENSES INCLUDING  
COUNSEL FEES INCURRED BY THE INDEPENDENT DIRECTORS**

I, Tammy Hamzehpour, under penalty of perjury declare as follows:

1. I am the General Counsel for Residential Capital, LLC ("ResCap"), a debtor and debtor in possession in the above-captioned Chapter 11 cases, a limited liability company organized under the laws of the state of Delaware and the parent of the other debtors and debtors in possession in the above-captioned Chapter 11 cases (collectively, the "Debtors"). I have held my current title since October 2007. Since joining ResCap in 1998, I have held various legal positions covering both Mergers & Acquisitions and ResCap's International Business Group. In my capacity as General Counsel, I am responsible for providing legal advice and counsel to the directors and management of the Debtors and the non-Debtor subsidiaries of ResCap relating to their respective business operations, and for the overall delivery of legal services to them. I am authorized to make this declaration on behalf of the Debtors and in support of the *Debtors'*

*Motion For Entry of an Order Under Sections 105 and 363 of the Bankruptcy Code Authorizing*

*the Reimbursement of Expenses Including Counsel Fees Incurred by the Independent Directors*  
(the “Motion”).<sup>1</sup>

2. In my capacity as General Counsel, I am familiar with the Debtors’ day-to-day legal affairs. I submit this declaration (the “Declaration”) on the Debtors’ behalf in conjunction with and in support of the Motion. Except as otherwise indicated, all statements in this Declaration are based upon my personal knowledge; information supplied or verified by personnel in departments within the legal staff and various business units of the Debtors or the Debtors’ advisors; my review of the Debtors’ relevant documents; or my general experience, expertise, and knowledge of the Debtors’ legal affairs. In making my statements based on my review of the Debtors’ relevant documents and other information prepared or collected by the Debtors’ employees, I have relied upon these employees accurately recording, preparing, collecting, or verifying any such documentation and other information. If I were called to testify as a witness in this matter, I would testify competently to the facts set forth herein.

3. Prior to the Petition Date, Residential Capital, LLC adopted resolutions creating a special committee of independent directors for the purpose of implementing a process and procedure for the approval of any material transactions entered into between ResCap and any affiliate of ResCap and authorizing the engagement of legal counsel at the expense of ResCap.

4. The Independent Directors selected Morrison Cohen as their counsel because of Morrison Cohen’s prior and current representation of the Independent Directors and the firm’s global reputation and extensive experience and knowledge in corporate governance, investigation, finance, tax and litigation matters.

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<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

5. The payment of fees to counsel for the Independent Directors is consistent with the 2008 Resolutions, Updated Resolutions, 2011 New Resolutions, and 2012 Resolutions of the Board of Directors of ResCap. The payment of compensation to Morrison Cohen, by the Debtors, for services provided to the Independent Directors, as members of the Review Committees is within the sound exercises of the Debtors' business judgment. Additionally, I believe that Morrison Cohen, in its role as counsel to the Independent Directors and in conjunction with the significant role that the Independent Directors will play, will provide services that benefit the Debtors, their estates and their creditors.

6. I believe the payment of the fees and expenses of Morrison Cohen as counsel to the Independent Directors as set forth in the Motion to be an ordinary course transaction.

7. At all times since September 15, 2008, ResCap has indemnified and reimbursed the Independent Directors on account of their expenses, including Morrison Cohen's fees and expenses incurred in connection with its representation of the Independent Directors.

8. Based on the above, I have determined that the Debtors should be granted the authority to compensate for legal services provided and expenses incurred by Morrison Cohen as described in and for the reasons set forth in the Motion.

Pursuant to 28 U.S.C. §1746, I declare under the penalty of perjury that the  
foregoing is true and correct.

Executed on September 5, 2012

By: /s/ Tammy Hamzehpour  
Tammy Hamzehpour  
General Counsel  
Residential Capital, LLC